

IN THE UNITED STATE DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

MICHAEL FEHRENBACHER, individually, and  
on behalf of all others similarly situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., AND  
THOMAS D. DAVIS,

Defendants.

Civil Action No. 05 - 256

[Additional Captions on the following pages]

**[PROPOSED] ORDER GRANTING THE MOTION OF THE FEHRENBACHER  
SHAREHOLDER GROUP FOR CONSOLIDATION OF ALL RELATED ACTIONS,  
APPOINTMENT OF LEAD COUNSEL, AND APPROVAL OF PROPOSED LEAD  
PLAINTIFFS' SELECTION OF LEAD COUNSEL**

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ROBERT H. AYLOR, JR., On Behalf Of  
Himself and All Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAIVS

Defendants.

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C.A. No. 05-222-SLR

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MOSHE TAL, Individually and On Behalf Of  
All Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D., and  
THOMAS D. DAVIS,

Defendants.

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C.A. No. 05-242-SLR

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JEFFREY M. JASKOL AND STACEY J.  
JASKOL, Individually and On Behalf Of All  
Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, BRUCE C. HAYDEN and  
GRANT THORNTON, LLP,

Defendants.

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C.A. No. 05-268-SLR

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JOSEPH DANIEL WAUHOP, On Behalf Of  
Himself and All Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, JOHN F. MOYNAHAN and  
GRANT THORNTON, LLP,

Defendants.

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C.A. No. 05-310-SLR

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CHRISTINA W. DONNELLY, JOHN  
DONNELLY, JAMES G. WILLIAMSON and  
RICHARD W. DEARBORN, Individually and On  
Behalf Of All Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, BRUCE C. HAYDEN and  
GRANT THORNTON, LLP,

Defendants.

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C.A. No. 05-334-JJF

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CHARLES W. SMITH, Individually and On  
Behalf Of All Others Similarly Situated,

Plaintiff,

-against-

XYBERNAUT CORPORATION, EDWARD G.  
NEWMAN, STEVEN A. NEWMAN, M.D.,  
THOMAS D. DAVIS, BRUCE C. HAYDEN and  
GRANT THORNTON, LLP,

Defendants.

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C.A. No. 05-354-SLR

Upon consideration of the Motion for Consolidation of All Related Actions, Appointment of Lead Counsel, and Approval of Proposed Lead Plaintiffs' Selection of Lead Counsel filed by Michael Fehrenbacher, Anandamoy Sahoo, Hamed Hashem Alsabbagh, Ghaith Hashem Alsabbagh, and Rabab Hamed Naji ("Movants" or the "Fehrenbacher Shareholder Group"), and upon consideration of the record herein, it is hereby Ordered and Decreed as follows:

1. The Fehrenbacher Shareholder Group are hereby appointed Lead Plaintiffs in this action in accordance with 15 U.S.C. §§ 77z-1(a)(3)(B), 78u-4(a)(3)(B).

2. The above captioned actions are consolidated pursuant to Rule 42 of the Federal Rules of Civil Procedure under the action captioned *Fehrenbacher v. Xybernaut Corp.*, C.A. No. 05-256.

3. The law firms of Chimicles & Tikellis LLP ("Chimicles"), and Sarraf Gentile LLP are appointed as Co-Lead Counsel for the Class in this action. Co-Lead Counsel shall provide general supervision of the activities of plaintiffs' counsel and shall have the following responsibilities and duties to perform or delegate as appropriate:

- a) to brief and argue motions;
- b) to initiate and conduct discovery, including, without limitation, coordination of discovery with defendants' counsel, preparation of written interrogatories, requests for admission and requests for production of documents;
- c) to direct and coordinate the examination of witnesses in depositions;
- d) to act as spokesperson at pretrial conferences;
- e) to call and chair meetings of plaintiffs' counsel as appropriate or necessary from time to time;

f) to initiate and conduct any settlement negotiations with counsel for defendants;

g) to provide general coordination of the activities of plaintiffs' counsel and to delegate work responsibilities to selected counsel as may be required in such a manner as to lead to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort;

h) to consult and employ experts;

i) to receive and review periodic time reports of all attorneys on behalf of plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs; and

j) to perform such other duties as may be expressly authorized by further order of this Court.

3. This Order shall apply to any related action within the meaning of Local Rule 3.1(b).

Dated: \_\_\_\_\_, 2005

BY THE COURT:

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Chief Judge Sue L. Robinson  
United States District Judge